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***DRAFT dated February 2<sup>nd</sup>, 2021;  
for discussion purposes only***

**FORMATION OF AN ASSOCIATION**

*(European Association for Computer Graphics (EUROGRAPHICS))*

On this @@ [date] day of @@ [month] two thousand and @@ [year], the following person appeared before me, Cornelis Gijsbert Zijerveld, a civil law notary practising in Utrecht:

@@, working under the responsibility of me, civil law notary, for the purposes hereof acting as an attorney-in-fact duly authorized in writing to represent:

@@, hereinafter referred to as "**the founder**".

The person appearing, acting as aforesaid, hereby forms an association under Dutch law with full legal capacity, which is governed by the following constitution:

**CONSTITUTION**

**NAME AND SEAT**

**Article 1.**

1. The name of the association is **European Association for Computer Graphics (EUROGRAPHICS)**.
2. The association has its official seat in the municipality of @@.

**OBJECTS**

**Article 2.**

1. The objects of the association are to contribute to, promote and improve computer graphics, primarily in Europe, and, furthermore, to undertake any other acts relating directly or indirectly or potentially conducive to the foregoing, all in the broadest sense of the word.  
The association is a not-for-profit organization.
2. The association endeavours to achieve its objects by:

- a. providing a forum to discuss a variety of topics;
  - b. providing means and resources to members and/or third parties to address matters of international relevance consistent with the association's objects;
  - c. teaming up with similar national and/or international associations;
  - d. inviting scientists and academics, hearing and publishing information and providing education regarding the application and/or use of computer graphics,
- and, furthermore, by using all other lawful means that are considered useful or necessary to achieve the association's objects.

### **FINANCIAL YEAR OF THE ASSOCIATION**

#### **Article 3.**

The financial year of the association coincides with the calendar year.

### **MEMBERSHIP**

#### **Article 4.**

1. The association has:
  - a. ordinary members;
  - b. organizational members;
  - c. fellows;
  - d. student members;
  - e. honorary members.

Any reference in this constitution to membership and members is as a reference to all categories of membership and members, except as otherwise stated.
2. Ordinary members are those who have been admitted as such by the Executive Committee.
3. Organizational members are those making a significant contribution to computer graphics. Organizational members are represented by their contact persons, who are treated as ordinary members. Admission takes place in accordance with the provisions of paragraph 2 of article 4.

Contact persons of organizational members are presented to the Executive Committee by letter. The Executive Committee may be notified by letter of a change of contact persons at any time. The number of contact persons of organizational members will be determined in the rules of procedure.

4. Fellows are those who have made a significant contribution to the development of computer graphics by means of independent research or those who have provided special services for the benefit of the association in any other way. Fellows are admitted by the Executive Committee in accordance with the provisions of paragraph 2 of article 4, after having been nominated by the fellows.
5. Student members are those undertaking a full-time education course related to the association's objects. Admission takes place in accordance with the provisions of paragraph 2 of article 4.
6. Honorary members are those who are elected as such by the General Meeting on proposal of the Executive Committee for their exceptional service to the association or in relation to the objects of the association. Admission takes place in accordance with the provisions of paragraph 2 of this article.
7. Members are either corporate members or non-corporate members.
  - a. corporate members are:
    - ordinary members;
    - organizational members; and
    - fellows.
  - b. non-corporate members are:
    - student members; and
    - honorary members.

Only corporate members are members as defined by law.

8. The Executive Committee shall keep a register in which the names and addresses of all members are recorded.

Members are obliged to inform the Executive Committee of any change of address without delay.

9. More detailed rules relating to the admission of the different categories of members will be laid down in the rules of procedure.
10. Members are obliged to behave in accordance with the Code of Conduct. The Code of Conduct is adopted and amended by the General Meeting.  
The provisions of article 21 and 22 relating to amendments to the constitution apply by analogy to the adoption of and any amendments to the Code of Conduct.

### **MEMBERSHIP FEES. FINANCIAL RESOURCES**

#### **Article 5.**

1. The General Meeting may decide that members, student members and honorary members must pay a membership fee. They may be classified into categories for which different membership fees apply.
2. A resolution establishing the amount of the membership fee requires a majority of two thirds of the votes cast at a General Meeting.
3. In exceptional circumstances the Executive Committee may grant a full or partial exemption from the obligation to pay the membership fee.
4. The financial resources of the association comprise the membership fees payable by the members as well as contributions, grants, subsidies, gifts and donations, assets inherited or received as a bequest and any other income and revenue whether or not related to the objects of the association.

### **TERMINATION OF MEMBERSHIP, SUSPENSION**

#### **Article 6.**

1. Membership will terminate:
  - a. if a member dies or, in case of a corporate member, is dissolved;
  - b. if a member resigns from membership;
  - c. if the association terminates a member's membership; and
  - d. if a member is expelled.
2. A member may resign from membership in writing only, including messages by electronic means of communication, with effect from the end of the financial year of the association, by giving four (4) weeks' notice, provided that:

- a. a member may resign from membership with immediate effect within one (1) month of the date on which the member is notified of a resolution to change the legal form of the association or to effect a merger, split-up or split-off;
  - b. a member may resign from membership with immediate effect within one (1) month of the date on which the member becomes aware of or is informed of a resolution resulting in a restriction of the member's rights or an increase in the member's obligations (other than financial obligations); in that case the resolution will not apply to this member.
3. Notice of termination of membership by the association is given by the Executive Committee. The association may give notice of termination of membership if the member no longer meets the membership requirements, fails to meet the member's obligations to the association, or if the association cannot reasonably be expected to allow membership to continue. Notice of termination of membership as referred to in this paragraph takes immediate effect.
4. If notice of resignation is given in contravention of the provisions of paragraph 2, membership will terminate with effect from the earliest possible date following the date for which notice has been given.
5. A resolution to expel a member is passed by the Executive Committee or the General Meeting. Members may be expelled only if they act in contravention of the constitution, rules of procedure, standing orders or resolutions of the association, or unreasonably prejudices the association. The member is given notice of his removal as soon as possible; the notice must be in writing, mentioning as well the grounds for the expulsion. In case of expulsion membership terminates with immediate effect.
6. If the Executive Committee passes a resolution to expel a member, the expelled member may lodge an appeal with the General Meeting within one (1) month after the member has received the notification as mentioned in

paragraph 5 of this article. During the period for appeal and pending an appeal the expelled member is suspended.

7. If membership ends in the course of a financial year of the association, the annual membership fee for that year will remain due in full.
8. The Executive Committee may pass a resolution to suspend a member. If no resolution is passed on the termination of membership of a suspended member within three (3) months of the suspension, the suspension will end on expiry of that period.

## **RIGHTS AND OBLIGATIONS OF STUDENT MEMBERS AND HONORARY**

### **MEMBERS**

#### **Article 7.**

1. Student members and honorary members have no rights and obligations other than those conferred or imposed on them in or under the constitution or the rules of procedure.
2. The rights and obligations of student members and honorary members may be mutually terminated with immediate effect at any time by notice to that effect, provided that the annual membership fee for the then current financial year of the association will remain due in full.
3. Notice of termination of membership of student members and honorary members on behalf of the association is given by the Executive Committee.

## **EXECUTIVE COMMITTEE / EXECUTIVE BOARD**

### **Article 8.**

#### 1. **The Executive Committee**

The Executive Committee consists of:

- a minimum of fifteen (15) and a maximum of twenty-one (21) corporate members, including contact persons of organizational members, (or, if so decided by the General Meeting, another number divisible by three (3)), nominated for election by a nominating committee or on proposal of at least five (5) corporate members, not being Executives, and elected by the

General Meeting. They are hereinafter, both individually and collectively, referred to as the Executives;

- the Executive Board; and
- a maximum of two (2) corporate members, including contact persons of organizational members, elected by co-optation (Co-opted Members).

## 2. Executives

- a. The General Meeting divides the world into a minimum of four (4) and a maximum of eight (8) regions. The basic principle is that each region is represented on the Executive Committee by at least one Executive who is domiciled in the region in question.
- b. Candidates for election as Executives may be nominated by a nominating committee and also on proposal of at least five (5) corporate members, not being Executives, in accordance with the provisions in the rules of procedure relating to the nomination of candidates.
- c. The General Meeting shall elect the Executives after nomination for election by the nominating committee and/or by at least five (5) corporate members, in accordance with the provisions in the rules of procedure. The Executives are elected with effect from the first day of January of the year following the General Meeting passing the resolution of their election.

## 3. The Executive Board

- a. The Executive Board is part of the Executive Committee and is made up of the President, the Vice-Presidents, the Secretary, the Treasurer, the immediate retired President (the Past-President) and other Executives elected for that purpose by the Executive Committee. The Executive Board is responsible for the day-to-day running of the association. The Executive Board shall lay down more detailed provisions governing the division of duties between the Executive Board members in standing orders for the Executive Board.

The provisions of article 10 apply by analogy to the Executive Board.

- b. The President and the two (2) Vice-Presidents) shall be elected from the Executives by the General Meeting, after nomination for election by the Executive Committee. The General Meeting may differ from nomination by the Executive Committee.
  - c. The Secretary and the Treasurer shall be elected from the corporate members, whether or not after nomination for election by the Executive Committee. The Secretary and the Treasurer may be elected from the Executives, although being an Executive is no requirement for election as Secretary or Treasurer.
  - d. The President, Vice-Presidents, Secretary and Treasurer are elected with effect from the first day of January of the year following the General Meeting passing the resolution of their election.
  - e. The President and the Vice-Presidents shall be elected for a period of two (2) calendar years. The Secretary and the Treasurer shall be elected for a period of one (1) calendar year. After expiry of this period the outgoing President, Vice-President, Secretary or Treasurer are eligible for immediate re-election.
  - f. After retirement, the President may remain Executive for one year and is, as the Past-President, member of the Executive Board, according to article 8 paragraph 3 sub a.
4. Co-opted Members
- The Executive Committee may elect a maximum of two (2) corporate members as temporary members of the Executive Board, hereinafter referred to as the Co-opted Members. Co-opted Members steps down from office by the end of the annual General Meeting, unless the Executive Committee decides to elect the Co-opted Member for another year.
5. The nominating committee, mentioned in article 9 paragraph 1 and 2 sub b and c, exists of:
- two (2) Executives, elected by the Executive Committee; and
  - two (2) corporate members, not being Executives, elected by the general

meeting.

The provisions in paragraph 5 of article 19 are applicable.

## **TERM, RETIREMENT, SUSPENSION**

### **Article 9.**

1. Executives retire from office on the first day of January, three (3) years after their election, in accordance with a retirement schedule to be prepared by the Executive Committee, with the provision that as long the vacancy resulting from an Executive retiring in accordance with the retirement schedule has not been filled and the Executive agrees to a continuation of the membership of the Executive Committee, the Executive will temporarily remain in office until a successor has been elected. A person elected to fill a casual vacancy retires when the replaced person was due to retire.
2. Executives step down from office:
  - a. on termination of their membership of the association;
  - b. by written notice;
  - c. if they lose the right to dispose of their personal assets;
  - d. on the expiry of their term of office; and
  - e. if they lose the quality or capacity on the basis of which they were elected as Executives.
3. **Retirement Executive Board**
  - a. The President retires from office as President due to the expiry of the term for which the President in the capacity of President was elected, by written notice or if the President steps down from office as Executive for one of the reasons mentioned in paragraph 2 of article 9, subs a or c.
  - b. The Vice-Presidents retire from office as Vice-President due to the expiry of the term for which they in their capacity of Vice-President were elected or if they step down from office as Executive for one of the reasons mentioned in paragraph 2 of article 9.
  - c. The Secretary and the Treasurer retire from office as Secretary or Treasurer:

- on termination of their membership of the association;
  - by written notice;
  - if they lose the right to dispose of their personal assets;
  - on the expiry of the term of office for which they in their capacity of Secretary respectively Treasurer were elected; and
  - if they lose the quality or capacity on the basis of which they were elected.
- d. The Past-President retires from office as Past-President due to the expiry of one year after stepping down from office as President or by stepping down from office as Executive for one of the reasons mentioned in paragraph 2 of article 9.
- e. The other Executives elected as members of the Executive Board by the Executive Committee step down from office as member of the Executive Board due to the expiry of the term for which they in their capacity of member of the Executive Board were elected or if they step down from office as Executive for one of the reasons mentioned in paragraph 2 of article 9.
4. The President, the Vice-Presidents, the Secretary, the Treasurer, the Past-President and the other Executives elected as members of the Executive Board by the Executive Committee may remain as Executive after their stepping down from office as member of the Executive Board, provided that at the time of their election as member of the Executive Board, they were in office as Executive and none of the reasons for stepping down from office as Executive mentioned in paragraph 2 of article 9 are applicable.
5. If a member of the Executive Committee is absent or unable to act, the other members of the Executive Committee remain in charge of the management of the association. If one or more members of the Executive Committee are absent, the remaining members of the Executive Committee or the only remaining member of the Executive Committee will be a legally constituted

board. Vacancies must be filled no later than at the first subsequent General Meeting.

6. Members of the Executive Committee and Members of the Executive Board may be suspended or removed from office by the corporate body responsible for their election at any time, even if they have been elected for a fixed period. If no resolution is passed on the removal from office of a suspended member of the Executive Committee or a suspended member of the Executive Board within three (3) months of the suspension, the suspension will end on expiry of that period.

### **DECISION-MAKING BY THE EXECUTIVE COMMITTEE**

#### **Article 10.**

1. The Executive Committee shall hold a meeting at least once a calendar year and whenever this is necessary pursuant to this constitution or considered desirable by the President or the two (2) Vice-Presidents acting together.
2. Resolutions may be passed at a meeting only if at least six (6) members of the Executive Committee are present or represented. A member of the Executive Committee may be represented at a meeting by another member of the Executive Committee holding a written proxy.
3. The Executive Committee may also pass resolutions without holding a meeting (in writing), provided that all the members of the Executive Committee have been given the opportunity to express their views on the resolution in writing. If more than one-third (1/3) of all members of the Executive Committee objects in writing to a resolution outside a meeting, the resolution cannot be taken outside a meeting.  
In writing means also messages by electronic means of communication.
4. All resolutions of the Executive Committee, resolutions outside a meeting included, must be passed by an absolute majority of votes (majority of the votes cast, without taking into account the blank votes).

5. The Secretary shall take minutes of the proceedings at each meeting. The President and the Secretary sign the minutes as a true and accurate record after approval by the Executive.
6. The opinion expressed at the meeting by the President regarding the result of a vote is decisive. The same applies to the content of a resolution that has been passed insofar as the motion voted on was not recorded in writing. However, if the correctness of this opinion is disputed immediately after it is expressed, a new vote will be taken if so required by the majority of the meeting or – if the original vote was not taken by roll call or by ballot – by one person who is present and entitled to vote. The legal consequences of the original vote will become null and void as a result of such a new vote.

#### **DUTIES AND POWERS OF THE EXECUTIVE COMMITTEE**

##### **Article 11.**

1. The Executive Committee is charged with the management of the association. The Executive Committee may delegate one or more of its powers to others, which powers must be clearly specified. The party exercising such delegated powers will act in the name of and on the responsibility of the Executive Committee.
2. The association may accept inheritances only under benefit of inventory.
3. The Executive Committee is entitled to pass resolutions to enter into agreements for the acquisition, disposal and encumbrance of property subject to compulsory registration, and to enter into agreements by which the association binds itself as surety, guarantor or joint and several debtor, warrants performance by a third party or undertakes to provide security for a debt of another party.
4. The Executive Committee shall prepare a plan of activities and the accompanying budget each year, before a date to be determined by the General Meeting, and submit these documents to the General Meeting for approval.

#### **REPRESENTATION**

**Article 12.**

1. The association is represented by the Executive Board. The association may also be represented by the President acting alone or by the two (2) Vice-Presidents acting together.
2. The Executive Board may decide to grant power of attorney to one or more members of the Executive Board or members of the Executive Committee and to third parties to represent the association within the limits of the power of attorney. The Executive Board may also decide to confer a title on holders of a power of attorney.
3. The Executive Board shall notify the Commercial Register of the grant of any power of attorney to represent the association on a continuing basis.
4. Members of the Executive Board whose interests conflict with those of the association may nevertheless represent the association, respecting paragraph 1 of article 12, except if the General Meeting designates one or more persons for that purpose.

**POWER OF ATTORNEY - BANK SIGNING AUTHORITY**

**Article 13.**

1. The Treasurer will remain authorized to represent the association at financial institutions after stepping down from office as the Treasurer of the association. This power of attorney includes the authority to represent the association at financial institutions to:
  - manage bank accounts of the association;
  - carry out banking transactions; and
  - furthermore to do everything necessary that is deemed to be in the interest of the association,all this as the Treasurer used to do.
2. The power of attorney granted to the retired Treasurer ends if and as soon as the relevant financial institutions have authorized the new Treasurer of the association to represent the association. The new Treasurer will then

immediately notify the retired Treasurer of the termination of the power of attorney.

3. The Executive Board is responsible to register the authority of the retired Treasurer to represent the association at the start and the end of the power of attorney.

### **MANAGEMENT REPORT - STATEMENT OF ACCOUNTS**

#### **Article 14.**

1. The Executive Committee is obliged to keep such records of the association's financial position and of everything relating to the activities of the association, in a manner appropriate to those activities, and to keep the corresponding books, documents and other data carriers in such a manner as to ensure that the association's rights and obligations can be ascertained at any time.
2. At a General Meeting to be held within six (6) months of the end of the financial year of the association, unless the General Meeting extends this period, the Executive Committee shall present a management report on the affairs of the association and the policies pursued. The Executive Committee shall present the balance sheet and the statement of income and expenditure with accompanying notes to the General Meeting for approval. These documents must be signed by the members of the Executive Committee. If the signature of one or more of them is missing, this must be noted along with the reason. After the expiry of the aforesaid period, each of the members of the Executive Committee may request the court to order the joint members of the Executive Committee to meet these obligations.
3. The General Meeting may engage an auditor as defined in Section 393 in Book 2 of the Dutch Civil Code to audit the balance sheet and the statement of income and expenditure prepared by the Executive Committee in accordance with the provisions of Section 393 (3) in Book 2 of the Dutch Civil Code. The auditor must lay down the findings of the audit in an opinion on the fair presentation of the documents. This opinion will be added to the documents to be presented to the General Meeting for approval.

4. If the General Meeting does not engage an auditor as referred to above, the General Meeting will elect an audit committee each year from among the ordinary members, consisting of no fewer than two (2) persons who may not be members of the Executive Committee.

The committee will audit the documents referred to in the second sentence of paragraph 2 and report on its findings to the General Meeting.

If the audit of the statement of accounts requires special accounting expertise, the audit committee may seek the assistance of an expert at the expense of the association, subject to the permission of the Executive Committee.

The Executive Committee is obliged to furnish the committee with any information it may request in connection with its audit, to show the association's cash funds and assets to the committee upon request, and to make the books, documents and other data carriers of the association available to the committee for inspection.

5. The Executive Committee is obliged to retain the books, documents and other data carriers referred to in paragraphs 1 and 2 for a period of seven (7) years.

## **GENERAL MEETING**

### **Article 15.**

1. A General Meeting – the annual meeting – will be held each year within six (6) months of the end of the financial year of the association.

The matters to be considered at the annual meeting include the following:

- a. the management report and the statement of accounts referred to in article 14 along with the report of the auditor referred to in that article, as well as the plan of activities and the accompanying budget for the next financial year of the association;
- b. election of the auditor referred to in article 14 for the next financial year of the association;
- c. the filling of any vacancies;
- d. motions proposed by the Executive Committee or the members, as announced in the notice of the meeting.

2. Other General Meetings will be held whenever considered desirable by the Executive Committee.
3. Moreover, the Executive Committee is obliged to convene a General Meeting at the written request of at least such a number of corporate members as are entitled to cast twenty per cent of the votes, which General Meeting must be held within four (4) weeks of the request.

If the request is not complied with within fourteen days, the members requesting the meeting may convene a General Meeting themselves in accordance with the provisions of article 16.

A written request also includes a legible and reproducible message sent by electronic or alternative means of communication.

4. General Meetings are held at a place and date determined by the Executive Committee. General meetings can be held in The Netherlands or in another country, provided that all members of the association are reasonably offered the opportunity to attend the General Meeting.

#### **CONVOCAATION OF AND ADMISSION TO GENERAL MEETINGS.**

#### **ELECTRONIC DECISION-MAKING**

##### **Article 16.**

1. The General Meetings are convened by the Executive Committee. Written notices of meeting will be sent to the members' addresses recorded in the members' register. A minimum of one (1) months' notice must be given of a General Meeting, not counting the day on which the notice is given and the day of the meeting.  
Notice of a General Meeting may also be sent by electronic means, in the form of a message that is capable of being read and reproduced, to each member who agrees thereto; such notice will be sent to the address notified by the member to the association for that purpose.
2. The notice of meeting includes the agenda for the meeting. If the Executive Committee has decided to set conditions for the use of the electronic means of

communication that may be used to participate in the General Meeting, these conditions will be stated in the notice of meeting.

3. The General Meeting is open to all non-suspended members (including student members and honorary members) and to the members of the Executive Committee.

The General Meeting will decide on the admission of persons other than those referred to above.

4. The Executive Committee may decide that a member may participate in, address and vote at the General Meeting, either in person or through someone holding a written proxy, by using an electronic means of communication. The voting member bears the risk of using an electronic means of communication. The Secretary and the Treasurer shall ensure that these votes are recorded and shall inform the chair of the General Meeting of the votes cast, according to the rules of procedure.
5. For the purposes of paragraph 4 of article 16, the electronic means of communication must allow the identity of the voting member to be established and must enable the voting member to follow the proceedings at the meeting in real time and to exercise the voting right. The Executive Committee may set conditions for the use of the electronic means of communication. If the Executive Committee decides to set such conditions, these will be stated in the notice of meeting.
6. The Executive Committee may decide that voting members may cast their votes by electronic means of communication prior to the General Meeting. Only those who are registered as voting members in the association's members' register at the time specified in the notice of the General Meeting are entitled to cast their vote in this manner. Votes may be cast in this manner only after notice has been given of a General Meeting, but in no event earlier than the fourteenth day prior to the day of the meeting and in no event later than the day prior to the day of the meeting.

The Secretary and the Treasurer shall ensure that these votes are recorded and shall inform the chair of the General Meeting of the votes cast, according to the rules of procedure.

Voting members who have voted in this manner, may not withdraw their vote and may not vote again at the General Meeting. If members who have voted in this manner are no longer members of the association at the time of the General Meeting, their vote will be deemed not to have been cast.

7. The Executive Committee may decide that the members, or their proxies, must sign an attendance list and state their name before being admitted to the General Meeting. In the case of a proxy, the name of the person represented by the proxy must also be stated.

## **VOTING RIGHT AND DECISION-MAKING**

### **Article 17.**

1. All non-suspended corporate members have the right to vote at meetings. Each of those corporate members may cast one (1) vote. Each contact person of an organizational member has one (1) vote.  
Votes cast by electronic means of communication prior to the General Meeting are equivalent to votes cast during the meeting.  
Corporate members may arrange for their vote to be cast by another corporate member holding a written proxy. A proxy granted by electronic means is equivalent to a written proxy.
2. Resolutions can only be passed if fifty (50) corporate members, or more than ten percent (10%) of the corporate members, are present or represented at the General Meeting.
3. If during the General Meeting is verified that the quorum set out in paragraph 2 of article 17 has not been reached, the General Meeting will hold a second General Meeting in the same calendar year. During the second General Meeting resolutions can be taken irrespective the number of corporate members present or represented.

4. If the Executive Committee decides to convene a second General Meeting in accordance with paragraph 3 of article 17 and this second General Meeting is held within seven (7) days after the first General Meeting in which the quorum has not been reached, the provisions in paragraphs 1 and 2 of article 16 about the convocation of members are not applicable.
5. Resolutions are passed by an absolute majority of the valid votes cast (majority of the votes cast, without taking into account the blank votes), except as otherwise provided in this constitution.  
Blank votes are treated as abstentions, but are taken into account for reaching the quorum.
6. If the votes on a motion not concerning an election of persons are equally divided, the chair will decide the matter.
7. All voting on matters concerning persons will be by ballot or by electronic means of communication as defined in article 16, unless the General Meeting decides to vote by acclamation.  
If none of the candidates receives an absolute majority in case of a vote on election of persons, a second vote will be taken (between the nominated candidates).  
If none of the candidate receives an absolute majority in such a second vote either, revotes will be taken in the General Meeting either until one (1) candidate secures an absolute majority of votes or until the vote is between two (2) candidates and the votes are equally divided.  
The aforesaid revotes (not including the second vote) will be held between the candidates voted on in the preceding vote with the exception of the candidate who secured the smallest number of votes in the preceding vote.  
If the smallest number of votes in the preceding vote was received by more than one (1) candidate, lots will be drawn to decide which of those candidates may not participate in the new vote.  
If the votes are equally divided in a vote between two (2) candidates, lots will be drawn to decide which of them has been elected.

8. A unanimous resolution passed by all corporate members, even if they are not assembled at a meeting, has the same effect as a resolution of the General Meeting, on condition that it is passed with the prior knowledge of the Executive Committee.
9. The opinion expressed at the General Meeting by the chair that the meeting has passed a resolution is decisive. The same applies to the content of a resolution that has been passed insofar as the motion voted on was not recorded in writing.
10. However, if the correctness of this opinion is disputed immediately after it is expressed, a new vote will be taken if so required by the majority of the meeting or – if the original vote was not taken by roll call or by ballot – by one person who is present and entitled to vote. The legal consequences of the original vote will become null and void as a result of such a new vote.

#### **CHAIR - MINUTES**

##### **Article 18.**

1. The General Meetings are chaired by the President. If the President is absent, one of the Vice-Presidents will act as chair of the General Meeting. If the Vice-Presidents are also absent, the meeting will be chaired by one of the other members of the Executive Committee designated by the Executive Committee. If no one is designated in this manner to chair the meeting, the meeting itself will elect a chair.
2. The proceedings at each meeting are recorded in minutes taken by or on behalf of the Secretary or another person designated for that purpose by the chair, which minutes will be signed as a true and accurate record by the chair of the General Meeting and the Secretary after they have been approved by the General Meeting. The members will be notified of the content of the minutes.  
Any attendance list signed at the meeting does not form part of the minutes.
3. If a meeting is convened at the request of members in accordance with the provisions of paragraph 3 of article 15 of this constitution, the parties

requesting the meeting may instruct others than members of the Executive Committee to chair the meeting and to take the minutes.

## **STEERING COMMITTEES AND BOARDS**

### **Article 19.**

1. The Executive Committee may establish and disband one or several Steering Committees and Boards.
2. The Executive Committee defines the duties and powers of the Steering Committees and Boards.
3. A Steering Committee and Board consists of a chair and one or more members. The chairman of a Steering Committee and Board is elected as chair and can be elected from the members of the Executive Committee.
4. The Executive Committee elects and dismisses the chair and the other members of the Steering Committees and Boards. The members of the Steering Committees and Boards are elected from the members of the Executive Committee.
5. The Executive Committee is authorized to determine rules governing the functioning of one or more Steering Committees and Boards.

## **RULES OF PROCEDURE**

### **Article 20.**

1. Matters requiring further regulation may be regulated by rules of procedure. Rules of procedure may not contain provisions that are contrary to the law or this constitution.
2. The rules of procedure are adopted and amended by the General Meeting. The provisions of the following two articles relating to amendments to the constitution apply by analogy to the adoption of and any amendments to the rules of procedure.

## **AMENDMENTS TO THE CONSTITUTION, MERGER, SPLIT-UP AND SPLIT-OFF**

### **Article 21.**

1. The constitution of the association may be amended only by a resolution passed by the General Meeting convened by means of a notice stating that a motion to amend the constitution will be considered at that meeting.
2. A copy of the motion, containing the exact wording of the proposed amendment, must be available at an appropriate location for inspection by the members at least five (5) days before the day of the General Meeting until the end of the day on which the meeting is held.

The Secretary must send the copy of the motion containing the exact wording of the proposed amendment to the corporate members, to the addresses of the members recorded in the members' register, at least one (1) month before the day of the General Meeting.

The copy may also be sent by electronic means, in the form of a message that is capable of being read and reproduced, to the addresses notified by them to the association for that purpose.
3. A resolution to amend the constitution may be passed only by a majority of at least two thirds of the valid votes cast.

paragraph 2 of article 17 applies to a General Meeting at which a motion to amend the constitution is considered.
4. If the quorum is not present or represented at a General Meeting at which a motion to amend the constitution is considered, a new second General Meeting will be convened, to be held no earlier than fourteen days and no later than thirty days after the first General Meeting. At this second General Meeting, a valid resolution to amend the constitution may be passed by a majority of at least two thirds of the valid votes cast, regardless of the number of corporate members present or represented. The term for convening the second General Meeting is at least seven (7) days. Paragraph 1 and the first sentence and the last sentence of paragraph 2 of article 21 applies to the convocation of the members for the second General Meeting.
5. The provisions of this article apply by analogy to a resolution to effect a merger, split-up or split-off.

**Article 22.**

The provisions of article 21 do not apply if all the voting members are present at the General Meeting and the resolution to amend the constitution is passed by unanimous vote.

**Article 23.**

The amendment to the constitution becomes effective only after it has been recorded in a notarial deed. Each member of the Executive Committee is individually entitled to arrange for such notarial deed to be executed.

**DISSOLUTION**

**Article 24.**

1. The association may be dissolved by a resolution passed by the General Meeting. The provisions of articles 21 and 22 apply by analogy.
2. After its dissolution the association will continue to exist insofar as this is necessary for the liquidation of its assets.  
The words 'in liquidatie' (in liquidation) must be added to the association's name in documents and notices issued by the association. The liquidation will end when there are no longer any assets of which the liquidators are aware.
3. The members of the Executive Committee will be the liquidators of the association's assets. The provisions relating to election, suspension, removal from office and supervision of members of the Executive Committee remain applicable to them. The other provisions of this constitution also remain in force as far as possible during the liquidation.
4. The surplus on winding up will be applied for purposes determined by the General Meeting that correspond as closely as possible with the objects of the association.
5. After the liquidation, the books and documents of the dissolved association will remain in the custody of the person designated for that purpose by the General Meeting, for a period of seven (7) years.

**Article 25.**

The Executive Committee has all powers within the association that are not conferred upon other governing bodies by law or this constitution.

**FINAL PROVISIONS**

In derogation of the provisions of article 8 relating to the election procedure, the following are the first members of the Executive Committee, the Executive Board and the first members of the association:

1. @, as President, Executive and member of the Executive Board;
2. @, as Vice-President, Executive and member of the Executive Board;
3. @, as Vice-President, Executive and member of the Executive Board;
4. @, as Secretary, Executive and member of the Executive Board;
5. @, as Treasurer, Executive and member of the Executive Board;
6. @, as Past-President, Executive and member of the Executive Board;
7. @, as Executive;
8. @, as Executive;
9. @, as Executive;
10. @, as Executive;
11. @, as Executive;
12. @, as Executive;
13. @, as Executive;
14. @, as Executive;
15. @, as Executive;
16. @, as Executive;
17. @, as Executive;
18. @, as Executive;
19. @, as Executive;
20. @, as Executive; and
21. @, as Executive.

**CONCLUDING STATEMENT**

The identity of the person appearing is known to me, civil law notary.

Furthermore, I, civil law notary, summarized and explained the content of this deed to the person appearing and advised @@him/her of the consequences ensuing from the content of the deed.

The person appearing declared that @@he/she had taken note of the content of this deed and that @@he/she agreed thereto. The person appearing also expressly declared that @@he/she agreed to the deed being read out in part. Immediately following a partial reading, the deed was signed by the person appearing and by me, civil law notary.

This deed was executed in Utrecht on the date first above written.

DRAFT